SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02)required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 FORM D MAR - 2 2004

NOTICE OF SALE OF SECURITIE PURSUANT TO REGULATION D **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

SEC USE ONLY Prefix Serial DATE RECEIVED

Private Placement - \$0.20 per unit	:e change:)	THOMSON FINANCIAL
Filing Under (Check box(es) that apply): [] Filing Under (Check b	Section 4(6)	[]ULOE
Type of Filing: [X] New Filing [] Amendment		
A. BASIC IDENTIFICATION DATA	040	09654
Enter the information requested about the issuer		
Name of Issuer ([] check if this is an amendment and name has changed, and indicate Brek Energy Corporation	e change.)	Program and the COLON AND AND REAL part and and the COLON AND AND AND AND AND AND AND AND AND AN
Address of Executive Offices (Number and Street, City, State, Zip Code) Suite 3.07, 42 Brook Street, London, United Kingdom, W1K 5DB Telephone Number (Including Area Code) 011-44-20-7938-5409	Management of the State and an of the American and an observation of the American and American a	uganca elektriko kongrafi (Erinaria Buyur kalendaria)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) same Telephone Number (Including Area Code) same (if different from Executive Offices)	чере дерести Максаровов (МОСС) боло об в под на	concentration and approximation of the production of the productio
Brief Description of Business: oil and gas development and exploration company	Temporamical de la companya de la c	nac commonwork and imperior commonwers all titles are subset of our Militars

Who Must File: All issuers making an offering of securities in reliance on an exemption under or Section 4(6), 17 CFR 230.50 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed. A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the followin	Form D	Brek Energy Corporation	Page 2
[] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed Month	Type of Business Organiza	tion	
Month Year Actual or Estimated Date of Incorporation or Organization: [0]2] [9]9] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N][V] GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in relance on an exemption under			other (please specify):
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Who Must File: All issuers making an offering of securities in reliance on an exemption under or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the acdress given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Winer to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2036. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2036. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2036. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2036. Where to File: U.S. Securities in the information requised. A new filing must contain all information requised. All members are decided in the securities of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requised. Almentments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that neve adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption. A. BASIC	GENERAL INSTRUCTION		retition (1866) (1866), quantum materiale in a brain faith faith (1866), quantum materiale quantum materiale (
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2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. Check Box(es) that [] Promoter [X] Beneficial [X] Executive [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Jeffs, Richard	When to File: A notice must be fil U.S. Securities and Exchange Coreceived at that address after the address. Where to File: U.S. Securities an Copies Required: Five (5) copies signed must be photocopies of must be photocopies of months offering, any changes thereto, the Parts A and B. Part E and the Ap Filing Fee: There is no federal filicate: This notice shall be used to indictate adopted ULOE and that have adopted ULOE and that have neach state where sales are to exemption, a fee in the proper and	ammission (SEC) on the earlier of the date it is received by the SEC at date on which it is due, on the date it was mailed by United States red dexchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 of this notice must be filed with the SEC, one of which must be manually signed copy or bear typed or printed signatures. It is must contain all information requested. Amendments need only repose information requested in Part C, and any material changes from the inpendix need not be filed with the SEC. The reliance on the Uniform Limited Offering Exemption (ULOE) for saling the adopted this form. Issuers relying on ULOE must file a separate not be, or have been made. If a state requires the payment of a fee as a product shall accompany this form. This notice shall be filed in the appropriate in the second of the second of the payment of the p	t the address given below or, if gistered or certified mail to that 0549. ally signed. Any copies not manually on the name of the issuer and information previously supplied in the securities in those states that tice with the Securities Administrator recondition to the claim for the
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Business or Residence Address (Number and Street, City, State, Zin Code)	Full Name (Last name first	, if individual) Jeffs, Richard	ACCHINI DANI DANI MANAGAMBANI DANI DANI DANI DANI DANI DANI DANI D
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Form D	Brek	Energy Corporation	Page 3
Check Box(es) the Apply:	at [] Promoter [] Beneficia Owner	[X] Executive [X] Director [] Officer	General and/or Managing Partner
Full Name (Last n	ame first, if individual) Pek, Gr	regory	
	ence Address (Number and Si m Road, Happy Valley, Hon	· · · · · · · · · · · · · · · · · · ·	
Check Box(es) the Apply:	at [] Promoter [] Beneficia Owner	al [] Executive [X] Director [] Officer	General and/or Managing Partner
Full Name (Last n	ame first, if individual) Daswa i	ni, Ravi	ONE MATERIAL REPORT OF THE STATE OF THE STAT
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[IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS	Form	<u>D</u>				Br	ek Energ	y Corpoi	ration					Page
Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?		orongagagagagaga Magida Statistika Magida Statistika Magida Statistika Magida Statistika Magida Statistika Mag		and the second s	В	. INFOR	MATION	N ABOUT	OFFER	RING	ooraanaan oo			access regular de transporte de la companya de la c
What is the minimum investment that will be accepted from any individual?				, or does	s the iss	uer inten	d to sell,	, to non-a	accredite	d investo	rs in this			
Does the offering permit joint ownership of a single unit?				Ansv	ver also	in Apper	ndix, Col	umn 2, if	filing un	der ULOI	Ξ.			
Enter the information requested for each person who has been or will be paid or given, rectly or indirectly, any commission or similar remuneration for solicitation of purchasers in onnection with sales of securities in the offering. If a person to be listed is an associated erson or agent of a broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer. If more than five (5) persons to be listed are associated ersons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the information for that broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer. If more than five (5) persons to be listed are associated ersons of such a broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with a state or states, at the name of the broker or dealer registered with the SEC and/or with the SEC and/or with the SEC and/or with a state or states, at the name of the broker or dealer registered wit	2. Wh	at is the	minimu	m invest	ment tha	at will be	accepte	ed from a	ny individ	dual?	N	I/A	\$	
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Check "All States" or check individual States)	Name	of Asso	ciated E	Broker or	Dealer	N/A								
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^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	C	Aggregate Offering Price	Am	ount Already Sold
Debt	\$	0	\$_	0
Equity	<u>\$</u>	1,500,000	\$_	0
[X] Common [] Preferred				
Convertible Securities (including warrants)(\$0.35 per warrant)	\$_	2,625,000	\$_	0
Partnership Interests	\$	0	\$	0
Other (Specify).	\$	0	\$	0
Total	\$	1,500,000	\$	0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u>, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	0	\$0
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	0	\$0
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Se	curity Dollar Amount Sold
Rule 505	N/A	<u> </u>
Regulation A	N/A	\$
Rule 504	N/A	\$
Total	N/A	\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[X]\$ <u>2,000</u>
Printing and Engraving Costs	[] \$0
Legal Fees	[X]\$ <u>20,000</u>
Accounting Fees	[X]\$ <u>2,500</u>
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$0
Other Expenses (identify)Filing Fees State filing fees	[X]\$ 2,500
Total	[X]\$ <u>27,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".

\$1,473,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown: If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Payments Directors, & To
		Affiliates Others
Salaries and fees		[]\$[]\$
Purchase of real estate		[]\$[]\$
	and installation of machinery	[] \$\$_
Construction or leasing of p	lant buildings and facilities	[]\$[]\$
		[]\$[]\$
Repayment of indebtedness	3	N \$ 800,000 N \$ 800,000
Working capital		M \$ 673,000 M \$ 673,000
Other (specify):		[]\$[]\$
		[]\$[]\$
Column Totals		[]\$[]\$
Total Payments Listed (colu	umn totals added)	[] \$ 1,473,000
	D. FEDERAL SIGNATURE	COMMISSION IN THE STREET OF TH
filed under, the following Securities and Exchange Comm	notice to be signed by the undersigned day signature constitutes an undertaking by ission, upon written request of its staff, the suant to paragraph (b)(2) of	y the issuer to furnish to the U.S.
ssuer (Print or Type)	Signature	Date
Brek Energy Corporation		23 February 2004
Name of Signer (Print or Type)	Title of Signer (Printor Type)	
Richard Jeffs	CEO / President	
	ATTENTION	
Intentional misstatemer	nts or omissions of fact constitute fed	eral criminal violations. (See 18
1	U.S.C. 1001.)	l l